FORM D

OCT 1 3 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Number: 3235-0076 Expires: April 30,2008 Estimated average burden



	- 10012
Name of Offering (C), check if this is an amendment and name has changed, and indicate che ROI Alturas Investors, LLC	ange.)
Filing Under (Check box(es) that apply):   Rule 504 Rule 505 Rule 506 Section Section Rule 505 Rule 506 Section Section Rule 506 Section Rule 506 R	ection 4(6) ULOE
Type of Filing: X New Filing Amendment	
A. BASIC IDENTIFICATION DA	PA .
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate changed	(e.)
ROI Alturas Investors, LLC	
Address of Executive Offices (Number and Street, City, State, Z	ip Code) Telephone Number (Including Area Code)
13131 SW 132nd Street, Suite 202, Miami, FL 33186	305-969-0005
Address of Principal Business Operations (Number and Street, City, State, 2	Zip Code) Telephonic where the fluiding Area Code)
(if different from Executive Offices)	
Brief Description of Business	OCT 2 5 2006
Real estate investment	THOMSUN ~
Type of Business Organization	FINANCIAL
	other (please specify):
business trust limited partnership, to be formed	limited liability company
Month Year	
Actual or Estimated Date of Incorporation or Organization: 018 016 X Actual	Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation	
CN for Canada; FN for other foreign jurisdicti	on) FL
CENEDAL INSTRUCTIONS	

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation Dor Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 776(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

A THE RESERVE TO THE PARTY OF T		A. BASICII	DENTIFICATION DATA		
2. Enter the information re	equested for the fol	Howing:			
·			within the past five years;		
					a class of equity securities of the issuer.
<ul> <li>Each executive off</li> </ul>	icer and director o	of corporate issuers and o	f corporate general and ma	maging partners of	partnership issuers; and
<ul> <li>Each general and a</li> </ul>	nanaging partner o	f partnership issuets.			
Check Box(es) that Apply:	X Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)	त्र है, अन्यकेकेक्षेत्र है स्वयंभ्यपुरक्षाकृत राज्यसम्बद्धानस्वतः अवस्थानः अस्य राज्यस्य वैष्टाचन्यस्यानस्वतः	erfekt fræggen ing Standale strukkturk i danskar blædfingt sæm e	Caras, venesa hun kassarenkut kii voorveenen jorkerivesidAND *	tiget watered to you quantifyiget middli det terripad states in dissiplante i State for det from ent i stations tra
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	<u> </u>				- B. I	NFORMATI	ION.ABOU	T OFFERI	NG.				
1.	Has the	issuer solo	i, or does ti	he issuer ii	ntend to se	ll. to non-æ	ecredited i	nvestors in	this offeri	ng?		Yes	N∙o <b>X</b>
			-,			Appendix,						u	
2.	What is	the minim	um investo	nent that w	ill be acce	pted from a	my individ	ual?		.,		. \$ <u>50</u>	,000
												Yes	No
3.			permitjain										
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	RI	SC	SD	TN	TX	<u>(171)</u>	VT	VA	WA	ŴV	WI	WY	PR
Full	Name (	Last name	first, if ind	ividual)			<del></del>						<del></del>
		<b>.</b>			15					·			
Bus	iness or	Residence	Address (1	Number an	d Street, C	lity, State, i	Zip Code)						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and				
	already exchanged.  Type of Security	Aggregate Offering Pri		An	nount Already Sold
	,	•		c	0
	Debt		—	\$	
	Equity	0		\$	0
		. 0		^	0
	Convertible Securities (including warrants)	<b></b>		\$	<del></del>
	Partnership Interests			\$	0
				\$	1,100,000
	Total	2,500,00	<u>,</u>	\$	1,100,000
_	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors			Aggregate ollar Amount of Purchases
	Accredited Investors	2		\$_	1,100,000
	Non-accredited Investors	0		\$	0
	Total (for filings under Rule 504 only)			<b>.</b> \$_	- <del> </del>
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.				
	Type of Offering	Type of Security		D	Pollar Amount Sold
	Rule 505		<del></del> -	\$_	
	Regulation A			\$_	
	Rule 504			\$_	
	Total			\$	
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	*********	X	\$	0
	Printing and Engraving Costs		X	<b>\$</b>	5,000
	Legal Fees	***********	X	\$	35,000
	Accounting Fees		X	\$	5,000
	Engineering Fees		X	Ş	0
	Sales Commissions (specify finders' fees separately)	**********	X	s	0
	Other Expenses (identify) Wholesaling, consulting, marketing and filing fees, postage,		X	s	80,000
	Total		X	\$	125,000

1	. CJOFFERING	PRICE, NUMBER	R OF INVEST	FORS, EXPEN	ISES AND USE	OF PROCEEDS	
. **					-		

	b. Enter the difference between the aggregate off and total expenses furnished in response to Part C - proceeds to the issuer."	-Question 4.a. This difference is the "adjusted g	ross		<u>\$2</u>	,375,000
5.	Indicate below the amount of the adjusted gross peach of the purposes shown. If the amount for check the box to the left of the estimate. The total proceeds to the issuer set furth in response to Pa	any purpose is not known, furnish an estimate of the payments listed must equal the adjusted g	धार्व			
			•	nents to		
				fficers, ctors, &	P:	tyments to
				iliates		Others
	Salaries and fees		X \$	0	<b>X</b> \$_	0
	Purchase of real estate		🔀 \$	0	<b>X</b> S_	1,500,000
	Purchase, rental or leasing and installation of m					
	and equipment				<b>X</b> S_	0
	Construction or leasing of plant buildings and fa	acilities	🗶 \$	0	<b>X</b> \$_	0
	Acquisition of other businesses (including the v					
	offering that may be used in exchange for the as issuer pursuant to a merger)		🔽 S	0	<b>ऋ</b> \$_	0
	Repayment of indebtedness			0	<b>X</b> \$_	0
	Working capital			0	X S	0
	Other (specify): Development entitlement expen			150,000	 	725,000
			VZN	-	. 1231	***************************************
			 🗶 \$	0	<b>X</b> \$_	0
	Column Totals		<b>X</b> \$	150,000	<b>X</b> S_	2,225,000
	Total Payments Listed (column totals added)		·····	X \$_2	2,375,00	0
-	F. 7.	D. FEDERAL SIGNATURE		· · · ·	. ,	
sig	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to finformation furnished by the issuer to any non-ac-	urnish to the 1.S. Securities and Exchange Con	nmission, u	pon writte	ile 505, in reque	the following st of its staff,
Issu	er (Print or Type)	Signature	Date			
RC	l Alturas Investors, LLC	MININIE .	Octob	er 10, 200	)6	
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
Eri	c T. Reardon	President of ETR Management, Inc., Ma	anager_			

# - ATTENTION -----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE  30.262 presently subject to any of the disa	qualification	Yes N	   <b>Χ</b>
		See Appendix, Column 5, for state r			(ZSI
2.	The undersigned issuer hereby unde D (17 CFR 239,500) at such times	ertakes to furnish to any state administrator o as required by state law.	of any state in which this notice is fil	ed a notice	on Forn
3.	The undersigned issuer hereby and issuer to offerees.	lertakes to furnish to the state administrato	rs, upon written request, informati	on furnishe	ed by the
4.	limited Offering Exemption (ULOF	that the issuer is familiar with the condition.  (a) of the state in which this notice is filed as a festablishing that these conditions have the	nd understands that the issuer clain		
	erhas read this notification and know horized person.	es the contents to be true and has duly caused	this notice to be signed on its behalf	by the unde	lersi gnex
Issuer (1	Print or Type)	Signature	Date		
ROI Alt	uras Investors, LLC	TOUND !!	October 10, 2006	i	
Name (F	rint or Type)	Title (Print or Type)	<u> </u>	· . <del>T1</del>	
Eric T. I	Reardon	President of ETR Manageme	ent Inc. Manager		

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

APPENDIX -2 4 1 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell offering price Type of investor and explanation of to non-accredited offered in state amount purchased in State waiver granted) investors in State (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) Number of Number of LLC membership Accredited Non-Accredited interests Investors Investors Amount Yes No State Yes No Amount  $\Lambda L$ AΚ  $\Lambda Z$ ΛR  $C\Lambda$ CO CT DE DC FL \$2,500,000 1,100,000 2 X GAН ID  $\Pi$ IN IΑ KS KY LA ME MDMA ΜI MN MS

				APP	ENDIX	A Section 1			
1	Intend to non-a investor	2 I to sell accredited s in State Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 investor and rehased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	LLC membership interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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1		2	3	4					5 Disqualification		
	to non-a	to sell accredited as in State 4-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ate ULOE attach ation of granted) -Item 1)		
State	Yes	No	LLC membership interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY											
PR											